

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

18084-A
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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

April 4, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Lease Termination and Equipment Disposition, dated as of April 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment which was previously filed with the Board under Recordation Number 18084.

The name and address of the party to the enclosed document are:

| | |
|----------------|--|
| Lessor/Seller: | SLX Canada Inc. 1500 Bow Valley Square IV 250 6 th Avenue SW Calgary Alberta Canada T2P 3H7 |
| Lessee/Buyer: | Canadian National Railway Company 935 de a Gauchetiere Street West Montreal, Quebec Canada H3B 2M9 |

Mr. Vernon A. Williams
April 4, 2003
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A description of the railroad equipment covered by the enclosed document is:

10 SD 40-2 locomotives CN 6000 – CN 6009, inclusive and 17 GP9 locomotives CN 7062 – CN 7078, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination and Equipment Disposition

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

REGISTRATION NO. 18084-A

(SLX / CN Lease # 41)

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**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of April 1, **SURFACE TRANSPORTATION BOARD**
between **SLX Canada Inc.** ("SLX") and **Canadian National
Railway Company** ("CN").

WHEREAS, SLX is the lessor, of the units of railroad rolling stock described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 41 dated as of June 15, 1992, as amended and re-executed as of December 15, 1992, (the "Lease") with CN as lessee;

AND WHEREAS, SLX acknowledges that CN has fully performed its obligations under the Lease.

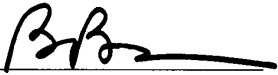
IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

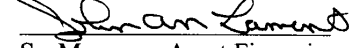
- 1) The Lease was terminated, by SLX and CN, in accordance with its terms;
- 2) SLX and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

SLX CANADA INC.,
as lessor and seller

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee and buyer

By: 
Its: Director

By: 
Its: Sr. Manager, Asset Financing

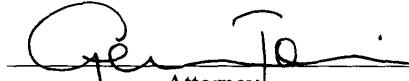
By: 
Its: Director

Note: On January 4, 1993 at 3:10 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 18084; and

On December 30, 1992, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC)
) ss: *In the matter of a Memorandum*
DISTRICT OF MONTREAL) *dated as of April 1, 2003*
) *between SLX and CN.*


On this 4th day of March, 2003, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney

Bar # 1900021-8

PROVINCE OF ONTARIO)
) ss: *In the matter of a Memorandum*
CITY OF TORONTO) *dated as of April 1, 2003*
) *between SLX and CN.*

On this 17th day of March, 2003, before me personally appeared Bruce Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

SCHEDULE A

DESCRIPTION OF UNITS

GROUP 1

| <u>TYPE</u> | <u>SPECIFICATIONS</u> | <u>BUILDER</u> | <u>IDENTIFICATION NUMBERS (INCLUSIVE)</u> | <u>QUAN- TITY</u> |
|-------------|---|--|---|-----------------------|
| Locomotives | SD40-2 3000 hp 6-axle 6 motor diesel electric locomotives rebuilt in accordance with CN Specification GF-630A dated October, 1991. | Built by General Motors in 1967-1971. Rebuilt by CN in 1992. | CN 6000 - CN 6009 | 10 |

GROUP 2

| <u>TYPE</u> | <u>SPECIFICATIONS</u> | <u>BUILDER</u> | <u>IDENTIFICATION NUMBERS (INCLUSIVE)</u> | <u>QUAN- TITY</u> |
|-------------|--|--|---|-----------------------|
| Locomotives | GP9 1800 hp 4-axle 4 motor diesel electric locomotives rebuilt in accordance with CN Specification GS-418C dated February 19, 1992. | Built by General Motors in 1955-1959. Rebuilt by CN in 1992. | CN 7062 - CN 7078 | 17 |

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T.W.T.